

RECORDATION NO. 25418-E FILED

JUN 14 '06

10-50 AM

SURFACE TRANSPORTATION BOARD



FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588

VIA UPS 2nd DAY AIR

June 9, 2006

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated June 1, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 25418. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: LogicHaul L.L.C.
409 South Church Street
Berlin, Wisconsin 54923

A description of the railroad equipment covered by the enclosed document is one hundred ninety-six (196) 52' gondola cars with 5' 6" sides marked NOKL (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: **Memorandum of Lease**

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5355.
Thank you for your cooperation in this matter.

Sincerely,

Janice Enolva
Manager of Documentation

Enclosures

(NS076)

ASSGN. NO.: NS076

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 23rd day of May, 2006 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Norfolk Southern Railway Company, a Virginia corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of August 30, 1996, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 48 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of June 1, 2006, and subject to the terms, conditions and provisions of the above mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour
Name: RICHARD F. SEYMOUR
Title: Vice President Sales & Marketing

By: Susan Grokulska
Name: SUSAN GROKULSKY
Title: MGR. OF DOCUMENTATION

Executed on this 23rd day of May, 2006

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

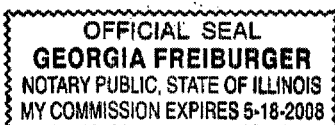
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 23rd day of May, 2006.

Georgia Freiburger
Notary Public

My Commission Expires:

5-2008
(Notary Public)



LESSEE:

NORFOLK SOUTHERN RAILWAY COMPANY

ATTEST:

By: _____
Name: _____
Title: _____

By: Deborah H Butler
Name: Deborah H Butler
Title: VP Customer Service

Executed on this 18th day of May, 2006.

[CORPORATE SEAL]

STATE OF _____

COUNTY OF _____

I, _____, a Notary Public of the County and State aforesaid, certify that
_____ personally appeared before me this day and acknowledged his/her due
execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this _____ day of _____, 2002.

Notary Public

My Commission Expires:

(Notary Public)

EXHIBIT A to MEMORANDUM OF LEASE

NUMBER OF CARS: One hundred ninety-six (196)

DESCRIPTION OF CARS: 52' gondola cars with 5' 6" sides, 286,000 lbs. GWR

CAR NUMBERS:

NOKL	320083	NOKL	321088	NOKL	321128	NOKL	321168	NOKL	321208
NOKL	320091	NOKL	321089	NOKL	321129	NOKL	321169	NOKL	321209
NOKL	320109	NOKL	321090	NOKL	321130	NOKL	321170	NOKL	321621
NOKL	320160	NOKL	321091	NOKL	321131	NOKL	321171	NOKL	321623
NOKL	320166	NOKL	321092	NOKL	321132	NOKL	321172	NOKL	321951
NOKL	320167	NOKL	321093	NOKL	321133	NOKL	321173	NOKL	321953
NOKL	320181	NOKL	321094	NOKL	321134	NOKL	321174	NOKL	321960
NOKL	320208	NOKL	321095	NOKL	321135	NOKL	321175	NOKL	321968
NOKL	320600	NOKL	321096	NOKL	321136	NOKL	321176	NOKL	321978
NOKL	320614	NOKL	321097	NOKL	321137	NOKL	321177	NOKL	321982
NOKL	320615	NOKL	321098	NOKL	321138	NOKL	321178	NOKL	321987
NOKL	320625	NOKL	321099	NOKL	321139	NOKL	321179	NOKL	322103
NOKL	320628	NOKL	321100	NOKL	321140	NOKL	321180	NOKL	322104
NOKL	320637	NOKL	321101	NOKL	321141	NOKL	321181	NOKL	322107
NOKL	320638	NOKL	321102	NOKL	321142	NOKL	321182	NOKL	322110
NOKL	320650	NOKL	321103	NOKL	321143	NOKL	321183	NOKL	322116
NOKL	320654	NOKL	321104	NOKL	321144	NOKL	321184	NOKL	322121
NOKL	320657	NOKL	321105	NOKL	321145	NOKL	321185	NOKL	322137
NOKL	320665	NOKL	321106	NOKL	321146	NOKL	321186	NOKL	322150
NOKL	320666	NOKL	321107	NOKL	321147	NOKL	321187	NOKL	322155
NOKL	320671	NOKL	321108	NOKL	321148	NOKL	321188	NOKL	322156
NOKL	320675	NOKL	321109	NOKL	321149	NOKL	321189	NOKL	322157
NOKL	320698	NOKL	321110	NOKL	321150	NOKL	321190	NOKL	322159
NOKL	320776	NOKL	321111	NOKL	321151	NOKL	321191	NOKL	322160
NOKL	320782	NOKL	321112	NOKL	321152	NOKL	321192	NOKL	322161
NOKL	320785	NOKL	321113	NOKL	321153	NOKL	321193	NOKL	322165
NOKL	320791	NOKL	321114	NOKL	321154	NOKL	321194	NOKL	322168
NOKL	320793	NOKL	321115	NOKL	321155	NOKL	321195	NOKL	322172
NOKL	320800	NOKL	321116	NOKL	321156	NOKL	321196	NOKL	322173
NOKL	320805	NOKL	321117	NOKL	321157	NOKL	321197	NOKL	322181
NOKL	320808	NOKL	321118	NOKL	321158	NOKL	321198	NOKL	322192
NOKL	320809	NOKL	321119	NOKL	321159	NOKL	321199	NOKL	322193
NOKL	320811	NOKL	321120	NOKL	321160	NOKL	321200	NOKL	322211
NOKL	320815	NOKL	321121	NOKL	321161	NOKL	321201	NOKL	322213
NOKL	320816	NOKL	321122	NOKL	321162	NOKL	321202	NOKL	322214
NOKL	320818	NOKL	321123	NOKL	321163	NOKL	321203	NOKL	322220
NOKL	320821	NOKL	321124	NOKL	321164	NOKL	321204	Count:	196
NOKL	320822	NOKL	321125	NOKL	321165	NOKL	321205		
NOKL	320823	NOKL	321126	NOKL	321166	NOKL	321206		
NOKL	321087	NOKL	321127	NOKL	321167	NOKL	321207		